

FILED EFFECTIVE**RESTATED ARTICLES OF INCORPORATION****2016 FEB 18 PM 2:50****OF****SECRETARY OF STATE
STATE OF IDAHO****THE SIMPL WELLNESS COMPANY**

Pursuant to Idaho Code Section 30-29-1007 of the Idaho Business Corporation Act, The Simpl Wellness Company hereby adopts the following Restated Articles of Incorporation, which supersede and replace in their entirety the prior Articles of Incorporation and all restatements, supplements and amendments thereto:

ARTICLE 1. Name. The name of the corporation is The Simpl Wellness Company.

ARTICLE 2. Shares. The corporation is authorized to issue 10,000,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 2242 N. Edgewood Road, Eagle, Idaho 83616. The name of the corporation's initial registered agent at such address is Brian McCauley.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Brian McCauley	2242 N. Edgewood Road Eagle, Idaho 83616
Jared Sommer	3614 North 3000 West Rexburg, Idaho 83440

ARTICLE 5. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brian McCauley	2242 N. Edgewood Road Eagle, Idaho 83616

ARTICLE 6. Cumulative Voting. All shareholders of the corporation are entitled to cumulate their votes for directors.

IDAHO SECRETARY OF STATE

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ARTICLE 7. Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE 8. Share Issuance and Transfer Restrictions. The issuance of shares by the corporation, and the transfer of issued and outstanding shares of the corporation, to any person who is not a shareholder of the corporation shall require prior written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation.

ARTICLE 9. Bylaws. The initial Bylaws of the corporation shall be adopted by the initial Board of Directors. Thereafter, the Bylaws of the corporation may be amended, modified, altered and repealed, and new Bylaws may be adopted, only by written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation, and such Bylaws shall be binding in all respects on all shareholders of the corporation.

ARTICLE 10. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-29-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 11. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

Certificate of Shareholder Approval

The undersigned President and Secretary of The Simpl Wellness Company hereby certify that the foregoing Restated Articles of Incorporation were duly approved by all of the shareholders of The Simpl Wellness Company in accordance with Idaho Code Section 30-29-1003 of the Idaho Business Corporation Act.

DATED this 21 day of January, 2016.

THE SIMPL WELLNESS COMPANY

By: Brian McCauley
Brian McCauley, President

By: Jared Sommer
Jared Sommer, Secretary